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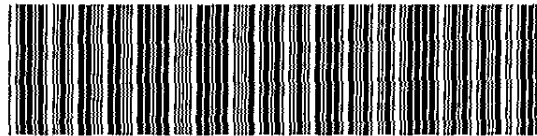
(Business Entity Name)

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FILED
04 MAR 15 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
T. Lewis 3/19/04



March 5, 2004

Florida Department of State
Division of Corporations / Amendment Section
PO Box 6327
Tallahassee, FL 32314

Re: Pension Education & Assistance Program, Inc.

Dear Sir/Madam:

Enclosed are the Corporate Resolution, First Amendment to the Articles of Incorporation, and a check in the amount of \$43.75, covering the filing fees and a Certified copy of the Amendment.

Should there be any additional requirements, please let us know.

Sincerely,

A handwritten signature in dark ink, appearing to read "Eduardo Fermoselle", is written over a horizontal line.

Eduardo Fermoselle, CRA, CRC
President

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
Pension Education & Assistance Program, Inc**

FILED
04 MAR 15 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Article IX is being added to read as follow:

The Corporation is organized exclusively for the charitable, religious, and scientific purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Service Code, or corresponding section of any future tax code.

SECOND: Article X is being added to read as follows:

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statement) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this document, the organization shall not carry any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

THIRD: Article XI is being added to read as follows:

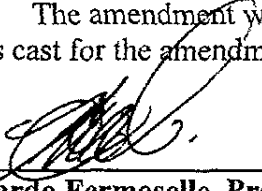
Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Service Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purpose or to such organization or

organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

FOURTH: The date of adoption of the amendment was: MARCH 1, 2004

FIFTH: Adoption of Amendment

The amendment was adopted by the Members of the Board and the number of votes cast for the amendment was sufficient for approval.



Eduardo Fermoselle, President

Dated: 3/1/04

**CORPORATE RESOLUTION
OF
PENSION EDUCATION & ASSISTANCE PROGRAM, INC.**

Eduardo Fermoselle, President, and Secretary, of the Pension Education & Assistance Program, Inc., located in Miami, Florida, do hereby certify that, pursuant to legal notice mailed to each member, a meeting of the voting members of said Corporation, entitling them to vote on the approval to amend the Articles of Incorporation, as requested by the Internal Revenue Service, in consideration of our tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code thereof, was duly called and held on the 1st day of MARCH, 2004, at which meeting ALL voting members were present in person, and that by the affirmative vote of a majority of those voting members present in person, the following resolution of amendment was adopted:

RESOLVED, that the attached First Amendment to the Articles of Incorporation of Pension Education & Assistance Program, Inc, is hereby approved;

RESOLVED, that the Treasurer is hereby authorized to file said First Amendment with the Division of Corporations of the State of Florida, and to pay all filling fees in connection with the recording of said First Amendment, pursuant to Section 617.0123 of the Florida Statute.

IN WITNESS WHEREOF, the above named officers, acting for and on behalf of said Corporation, have hereto subscribed their names this 1st day of MARCH, 2004.

By 
President/Secretary